LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

0-330A060

November 23, 1990

RECORDATION NO _16652-B_ FILED 1425

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C.   20423

NOV 26 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three original copies of a Supplement No. 2 dated November 26, 1990 to Schedule B Annexed to Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, a secondary document as defined n the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to a Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, which was filed and recorded on December 15, 1989 under Recordation Number 16652.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
             100 South Bedford Road
             Mt. Kisco, New York   10549

Secured Party: Norstar Bank
                 40 Main Street
                 Hempstead, New York   11511

A description of the railroad equipment covered by the enclosed document is set forth in Schedule I attached hereto and made a part hereof.

Also enclosed is a check in the amount of $15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index:

Supplement No. 2 dated November 26, 1990 to Schedule B Annexed to Loan, Chattel Mortgage and Security Agreement dated December 15, 1989 between ACF Industries, Incorporated, Debtor and Norstar Bank, Secured Party, covering railcars bearing ACFX marks and numbers.

Very truly yours,

Charles T. Kappler

CTK/bg
Enclosures

SUPPLEMENT NO. 2   NOV 2 6 1990 -1 55 PM
TO
SCHEDULE B   INTERSTATE CC·········· ·····
ANNEXED TO LOAN,
CHATTEL MORTGAGE AND SECURITY AGREEMENT
DATED DECEMBER 15, 1990
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK ("BANK")

WHEREAS, Debtor and the Bank entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1990 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement), which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this _26_ day of November, 1990.
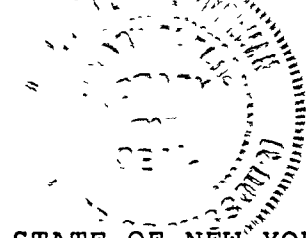
ACF INDUSTRIES, INCORPORATED

By _____

    Name:

    Title: Assistant Treasurer

NORSTAR BANK

By _____

    Name:

    Title:

MISSOURI
STATE OF N̶E̶W̶X̶X̶Y̶O̶R̶K̶   )
           ST. LOUIS   :   SS.:
COUNTY OF N̶E̶W̶x̶x̶Y̶O̶R̶K̶   )

On this 23rd day of ___November___, 1990, before me
personally came ___Umesh Choksi___, to me known, who
being to me duly sworn, did depose and say that he resides at
2031 Schoettler Valley Drive, Chesterfield, Mo. 63017, that he is the
___Asst. Treasurer___ of ACF INDUSTRIES, INCORPORATED, the
corporation described in and which executed the foregoing
instrument; that he knows the seal of said corporation; that the
seal affixed to said instrument is such corporate seal; that it
was so affixed by order of the board of directors of said
corporation, and that he signed his name thereto by like order.

W MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST CHARLES COUNTY
MY COMMISSION EXP   APR. 7, 1994

STATE OF NEW YORK   )
                      :   SS.:
COUNTY OF NEW YORK   )

On this ____ day of _____, 1990, before me
personally came _____, to me known, who being to me
duly sworn, did depose and say that he resides at _____
_____, that he is the _____
_____ of NORSTAR BANK, the bank described in and which
executed the foregoing instrument; and that he signed his name
thereto by order of the board of directors of said bank.

_____

SCHEDULE I

CARS INITIALLED AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67152 - 67153	C214	84
ACFX 67160 - 67162		
ACFX 67164 - 67166		
ACFX 67168		
ACFX 67172 - 67173		
ACFX 67176 - 67180		
ACFX 67182 - 67183		
ACFX 67192		
ACFX 67195 - 67196		
ACFX 67198		
ACFX 67205		
ACFX 67208 - 67209		
ACFX 67217 - 67219		
ACFX 67225		
ACFX 67229		
ACFX 67232		
ACFX 67235		
ACFX 67237 - 67239		
ACFX 67241		
ACFX 67245		
ACFX 67248 - 67250		
ACFX 67252 - 67253		
ACFX 67255		
ACFX 67257		
ACFX 67260 - 67261		
ACFX 67267		
ACFX 67271 - 67272		
ACFX 67278 - 67280		
ACFX 67282		
ACFX 67284 - 67285		
ACFX 67289 - 67290		
ACFX 67292 - 67293		
ACFX 67295		
ACFX 67297		
ACFX 67302 - 67303		
ACFX 67305		
ACFX 67307 - 67308		
ACFX 67310		
ACFX 67314		
ACFX 67317 - 67319		
ACFX 67321		
ACFX 67324 - 67325		
ACFX 67327		
ACFX 67329		
ACFX 67331 - 67332		
ACFX 67334		

DOC #345358

CARS INITIALLED AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67339 - 67340		
ACFX 67343		
ACFX 67346		
ACFX 67348		
ACFX 67350	C214	126
ACFX 67381		
ACFX 67387		
ACFX 67391 - 67392		
ACFX 67395		
ACFX 67397		
ACFX 67399		
ACFX 67404		
ACFX 67431		
ACFX 67433		
ACFX 67448		
ACFX 67467 - 67580		
ACFX 73660 - 73666	T564	7
		217

SUPPLEMENT TO LOAN,
CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 2
TO
SCHEDULE B
ANNEXED TO LOAN,
CHATTEL MORTGAGE AND SECURITY AGREEMENT
DATED DECEMBER 15, 1990
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK ("BANK")

WHEREAS, Debtor and the Bank entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1990 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement), which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

Doc # 345189

NORSTAR

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this ____ day of November, 1990.

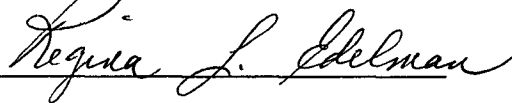ACF INDUSTRIES, INCORPORATED

By_____
   Name:
   Title:

NORSTAR BANK

By_____
   Name: GEOFFREY D. SPILLANE
   Title: AVP

STATE OF NEW YORK   )
                       :   ss.:
COUNTY OF NEW YORK   )

        On this ____ day of _____, 1990, before me
personally came _____, to me known, who
being to me duly sworn, did depose and say that he resides at __
_____, that he is the
_____ of ACF INDUSTRIES, INCORPORATED, the
corporation described in and which executed the foregoing
instrument; that he knows the seal of said corporation; that the
seal affixed to said instrument is such corporate seal; that it
was so affixed by order of the board of directors of said
corporation, and that he signed his name thereto by like order.

                          _____

STATE OF NEW YORK   )
                       :   ss.:
COUNTY OF ~~NEW YORK~~)
          QUEENS

        On this 21 day of November, 1990, before me
personally came Geoffrey D. Spillane to me known, who being to me
duly sworn, did depose and say that he resides at 16 E 43 St
New York, NY 10017   , that he is the First.
Vice President of NORSTAR BANK, the bank described in and which
executed the foregoing instrument; and that he signed his name
thereto by order of the board of directors of said bank.

                          _____
                          Regina L. Edelman

                          REGINA L. EDELMAN
                    NOTARY PUBLIC. State of New York
                            No 41-4505178
                       Qualified in Queens County
                   Commission Expires February 28, 199 2

CARS INITIALLED AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67152 - 67153	C214	84
ACFX 67160 - 67162		
ACFX 67164 - 67166		
ACFX 67168		
ACFX 67172 - 67173		
ACFX 67176 - 67180		
ACFX 67182 - 67183		
ACFX 67192		
ACFX 67195 - 67196		
ACFX 67198		
ACFX 67205		
ACFX 67208 - 67209		
ACFX 67217 - 67219		
ACFX 67225		
ACFX 67229		
ACFX 67232		
ACFX 67235		
ACFX 67237 - 67239		
ACFX 67241		
ACFX 67245		
ACFX 67248 - 67250		
ACFX 67252 - 67253		
ACFX 67255		
ACFX 67257		
ACFX 67260 - 67261		
ACFX 67267		
ACFX 67271 - 67272		
ACFX 67278 - 67280		
ACFX 67282		
ACFX 67284 - 67285		
ACFX 67289 - 67290		
ACFX 67292 - 67293		
ACFX 67295		
ACFX 67297		
ACFX 67302 - 67303		
ACFX 67305		
ACFX 67307 - 67308		
ACFX 67310		
ACFX 67314		
ACFX 67317 - 67319		
ACFX 67321		
ACFX 67324 - 67325		
ACFX 67327		
ACFX 67329		
ACFX 67331 - 67332		
ACFX 67334		

DOC #345358

CARS INITIALLED AND NUMBERED	AAR DESG.	TOTAL CARS
ACFX 67339 - 67340		
ACFX 67343		
ACFX 67346		
ACFX 67348		
ACFX 67350	C214	126
ACFX 67381		
ACFX 67387		
ACFX 67391 - 67392		
ACFX 67395		
ACFX 67397		
ACFX 67399		
ACFX 67404		
ACFX 67431		
ACFX 67433		
ACFX 67448		
ACFX 67467 - 67580		
ACFX 73660 - 73666	T564	7
		217